

Constitution and By-Laws
of
Ira Jacobson Post Memorial Home Inc.

Article I

Section I

The purpose and Objects of the Ira J. Jacobson Post Memorial Home Inc. are to maintain a home at 90 St. Johns Park, Rochester, New York 14612-0726 for the business and social activities of its members i.e. American Legion Post #474. Such activities shall conform to the Constitution of the American Legion and the Benevolent Membership Laws of the State of New York.

Section II

The members of the Post Memorial Home (P.M.H.) shall consist of all members of Ira J. Jacobson Post #474, American Legion, Department of New York, who are currently members of said Post in good standing.

Section III

Any member who resigns from Ira J. Jacobson Post Memorial Home, or who is suspended or expelled from said American Legion Post #474, Department of New York, shall automatically resign, be suspended, or expelled from membership to Post Memorial Home Board of Directors.

Section IV

A member may resign from the Post memorial Home Board by giving written notice of such intention to the Post Memorial Home Secretary, which notice will be presented to the Post Memorial Home Board of Directors by the Post Memorial Home Secretary at first meeting after its receipt.

Section V

A Post Memorial Home member or American Legion Post #474 member may be suspended for a period or expelled for cause, such as violation of the By-Laws or rules of either corporation or for conduct prejudicial to the best interest of either corporation. Such suspension or expulsion shall be by two-thirds vote of the Post Memorial Home Board of Directors, provided however that the statement of charges has been mailed by certified mail return receipt requested to member under charges, at his last reported address at least ten days before final action is taken by the Post Memorial Home Board of Directors. This statement shall be accompanied by a notice of the time when, and place where, the Post memorial Home Board of Directors is to take action in the premises, provided that said member shall have been given an opportunity to personally present a defense at the time and place mentioned in said notice. If any member shall be suspended or expelled by the Post memorial Home Board of Directors, he shall be advised of such action by certified mail return receipt requested, by the Post Memorial Home Secretary.

Article II

Meetings

Section I

Annual Meetings – There shall be an annual meeting of the Post Memorial Home Board of Directors with American Legion Post #474 on the third Monday of April in each year for the election of members of the Post Memorial Home Board of Directors, and for the presenting the annual report. Notice of such meeting shall be mailed, except as herein or by Statute otherwise provided to the last recorded address of each American Legion Post #474 member at least five days before said meeting date. All notices of meeting shall set forth the place, date, time and purpose of the meeting.

Section II

Special Meetings – Special meetings for the Post Memorial Home Board of Directors may be called by the President or Secretary at the request of three Board members. Notice for any Special Meeting to be given in the same manner as for the Annual Meeting. No business other than that specified in notice of meeting shall be transacted at any Special Meeting.

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Section III

Quorum – The presence of at least 5% of the A.L. Post # 474 membership shall constitute a quorum at the Annual Meeting; but a lesser number may adjourn to some future time not less than six or more than twenty days later, and the A.L. Post #474 Secretary shall thereupon mail notice of the adjournment and provide notice of Special Membership Meeting to complete business of Annual Meeting.

Section IV

Election Results – Election results are to be documented in meeting notes of American Legion Post #474 and meeting notes of Post Home Memorial Board.

Section V

Annual Meeting Order of Business – The following is Annual Meeting order of business:

Call Annual Meeting to order.

- Call Roll of Board Members.
- Record all Post members in Minutes.
- Reading of minutes of last Annual Meeting.
- Election of Directors - Term 3 Years
- Election of Officers - Term 2 Years
- Reports
- Motion to adjourn.

Note: Quorum = 5% of membership. A lesser number may adjourn and reopen meeting with members present.

All members of Post may vote for Directors at Annual Meeting.

Only Directors may vote for President, Vice-President, Secretary and Treasurer.

Article III

Directors

Section I

Number – The property, affairs, business and concerns of the Post Memorial Home Inc. shall be vested in a Board of Directors, consisting of thirteen Directors who shall also be members of American Legion Post #474. The members of said Board shall, upon election, immediately enter upon the performances of their duties and shall continue in office until their successor shall be duly elected and qualified.

Section II

Election of Directors and Term – At the Annual Meeting there shall be an Election of Post Memorial Home Officers and Directors whose terms are due to expire. Officer's terms are to be two years and Director terms to be three years. Term expiration dates for Officers and Directors shall be "staggered" to keep Board integrity i.e. experienced with new members.

Section III

Duties of Memorial Board Directors – The Post Memorial Home Board of Directors shall oversee the operation of the business and to keep order at said business. Oversee maintenance of building and grounds. Generate funding to support expenses of said business, building and grounds. Post Home Memorial Board will have authority to enact Article I, Section V to keep order at business, in building and on P.H. Memorial grounds.

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Section IV

Meeting of Board – Regular meeting of the Board of Directors shall be held immediately succeeding the Annual Election in April at such a date as Directors shall determine. The President may, when deems necessary or the Secretary shall, at the request of three Board members, issue a call for a Special Meeting of the Board, and only five days notice shall be required for such Special Meeting.

Section V

Quorum – A majority of the Post Memorial Home Board of Directors (seven) shall constitute a quorum for the transaction of business. In the absence of the President and Vice-President, the quorum present may choose a Chairman for the meeting.

Section VI

Absence – Should any member of the Board of Directors who absents himself unreasonably from three consecutive meetings, without sending a communication to the President or Secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be deemed vacant and shall be filled forthwith.

Section VII

Vacancies – Whenever any vacancy shall occur in the Board of Directors by death, resignation, or otherwise, the same shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen shall hold office till next Annual Meeting when his successor shall be elected to complete the term of the vacant directorship.

Article IV

Officers

Section I

Number – The Officers of the Post Home Memorial Board shall be elected from among the members of the Board of Directors and shall be President, Vice-President, Treasurer and Secretary.

Section II

Method of Election – The Board of Directors shall elect all Officers for a term of two years. A majority of a quorum present shall be necessary to constitute an election.

Section III

Duties of Officers – The duties and powers of Officers of the Post Home Memorial Board shall enact duties established in Article III, Section III and as per job descriptions:

President – The President shall reside at the meetings of American Legion Post #474 and the meetings of the Post memorial Home Board of Directors. He shall also at the Annual Meeting and such other times as he shall deem proper, communicate to A.L. Post #474 or to Post Memorial Home Board, such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of both organizations, and shall perform such other duties as are necessary incident to the office of President. He may countersign all checks as well as make deposits into accounts.

Vice-President – In case of death or absence of the President, or of his inability from any cause to act, the Vice-President shall perform the duties of his office.

Secretary – It shall be the duty of the Secretary to give notice of and attend all meetings of the P.H.M. Board and to keep a record of doings and decisions. To conduct correspondence and to carry into execution all orders, votes and resolutions not otherwise committed. To notify the Officers and Directors as to term expiration dates along with sending notice and statements in connection with the suspension or expulsion of members as per decision of Board vote. Prepare annual report as to condition and transactions of business and advancing the interest of the P.M.H. Board. In case of absence or disability of the Secretary, the Board may appoint a Secretary pro-tem. The Secretary shall be the keeper of the “Seal”. He may countersign all checks.

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Treasurer – The Treasurer shall keep an account of all monies received and expended for use by the Post Memorial Home Board of Directors. He shall make disbursements and oversee depositing of all sums received. Funds may be drawn only upon the signature of the Treasurer and countersigned by another Officer. In the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro-tem.

Section IV

Bond of Treasurer – The Treasurer shall require by the P.M.H. Board such security for the faithful discharge of his duties as the Board may direct.

Section V

Vacancies – All vacancies in any office shall be filled by the Post Memorial Home Board of Directors without undue delay, at its regular meeting, or at a Special Meeting called for that purpose.

Article V

Seal

Section I

The Seal of the Post Memorial Home shall be in the following form:

Ira J. Jacobson Post
Memorial Home, Inc.
Incorporated 1945
Monroe County, N.Y.

Section II

The Constitution and By-Laws may be amended at the Annual Meeting, or at a Special Meeting called by the Post Memorial Home Board of Directors for said purpose.

Ira J. Jacobson Post Memorial Home, Inc. Constitution and By-Laws amended and adopted February 4, 1946 and April 21, 1947.

Committee to reprint Constitution and By-Laws with changes April, 1984. Committee to revise Constitution April, 1986.

Revised April 21 1986

Revised April 11, 2007

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Appendix A

Charter Members

Robert Aldridge

John Angelino

Clarence H. Baker

Vincent Bailey

John Breely

Arthur Brest

Claire Brickler

Garrett A. Burns

Vincent Carbone

Arthur Cole

John Cooper

John DeLeske

Royal H. DeMarse

Edgar Denise

Harry Denise

James J. DiPalma

Joseph A. Donovan

John F. Donovan

Raymond Downs

Joseph Gibaud

Herbert O. Groth

George Koehler

H. Misner

Harry F. Reiss